

10-22-1998 5:10PM

FROM MOMBACH_BOYLE_HARDIN 19544672210

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: MOMBACH, BOYLE & HARDIN, P.A.

ACCT#: 074143000064

CONTACT: MARCELLA BENITEZ

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FAX #: (954)467-2210

NAME: SECOND AVENUE SHOPPES MANAGEMENT CORP.

AUDIT NUMBER.....H98000019696

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

SECOND AVENUE SHOPPES MANAGEMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE I

The name of the corporation is SECOND AVENUE SHOPPES MANAGEMENT CORP. and its mailing address and principal place of business is c/o Royal Landscaping, 7031 Parklane Road, Lake Worth, Florida, 33467.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the corporation at that address is Geoffrey S. Mombach.

THIS INSTRUMENT PREPARED BY:

Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(305) 467-2200

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ARTICLE VI

The corporation shall have initially three (3) directors. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial directors of the corporation are:

Steven Wolf
288-Z Smith Sundry Road
Delray Beach, Florida 33446

Fred Bilowit
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, FL 33467

Israel Smiga
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, FL 33467

ARTICLE VII

The name and address of the person signing these Articles is: Geoffrey S. Mombach, 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079.

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

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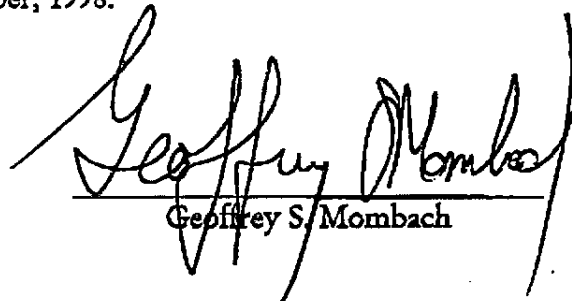
ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22nd day of October, 1998.



Geoffrey S. Mombach

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22 day of October, 1998, by Geoffrey S. Mombach, who is personally known to me.



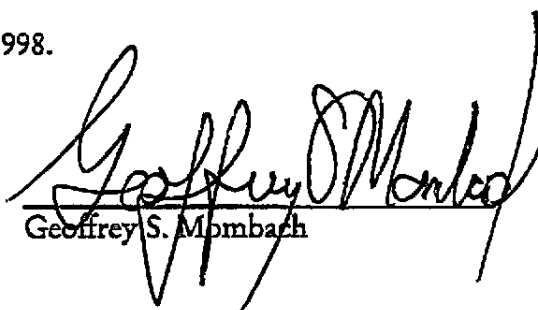

Typed/Printed Name: _____
Notary Public - State of Florida
Commission Expires: _____
Commission Number: _____

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon Second Avenue Shoppes Management Corp., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 22nd day of October, 1998.



Geoffrey S. Mombach

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